

THOMPSON
HINE & FLORY LLP

Attorneys at Law

RECORDATION NO. 23238 FILED

November 30, 2000

NOV 30 '00 : 1:48 PM

SURFACE TRANSPORTATION BOARD

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a primary document not previously recorded entitled Memorandum of Railroad Car Use Agreement (together with all amendments and supplements, the "Memorandum") between Kasgro Leasing, LLC, as successor in interest to OPM Services, Inc. (together with its successors and permitted assigns, the "Lessor") and General Electric Co., Greenville, South Carolina (together with its successors and permitted assigns, the "Lessee") dated as of November 1, 2000.

The parties to the Memorandum of Lease are:

LESSOR — Kasgro Leasing, LLC
320 East Cherry Street
New Castle, PA 16102

LESSEE — General Electric Co.
300 Garlington Road
Greenville, SC

The said Memorandum evidences of record that certain Railroad Car Use Agreement dated as of November 16, 1998 (the "Lease"), pursuant to which the Lessor is leasing to the Lessee the flat railcars as identified in the Schedule I attached to the Memorandum.

The units of equipment covered by the instant Memorandum are the said flat railcars, as identified in Schedule I to the Memorandum, a copy of which is attached hereto.

1920 N Street, N.W. Washington, D.C. 20036-1601 202-331-8800 fax 331-8330

BRUSSELS, BELGIUM CINCINNATI CLEVELAND COLUMBUS DAYTON PALM BEACH WASHINGTON, D.C.

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Honorable Vernon A. Williams
Secretary, STB
November 30, 2000
Page 2

A short summary of the Memorandum to appear in the STB Index is as follows:

“Memorandum of Railroad Car Use Agreement dated as of November 1, 2000 between Kasgro Leasing, LLC, as Lessor, and General Electric Co., as Lessee, covering 6 flat railcars bearing identification marks and numbers: LNAL 70925-70926, and KRL 70921-70924 as listed on Schedule I to the Memorandum.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterpart not needed for your files, together with the letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing for
Kasgro Leasing, LLC and
General Electric Co.*

Enclosures

110718
049849.03

SCHEDULE I

GENERAL ELECTRIC - Greenville, SC.

LNAL 70926
LNAL 70925
KRL 70924
KRL 70923
KRL 70922
KRL 70921

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF
RAILROAD CAR USE AGREEMENT**

MEMORANDUM OF RAILROAD CAR USE AGREEMENT (together with all amendments and supplements hereto, this "Memorandum") between Kasgro Leasing, LLC, a Pennsylvania limited liability company, as successor in interest to OPM Services, Inc. (together with its successors and permitted assigns, the "Lessor"), and GENERAL ELECTRIC GREENVILLE, (together with its successors and permitted assigns, the "Lessee").

WHEREAS, the Lessor and the Lessee have entered into that certain Railroad Car Use Agreement, dated as of November 16, 1998, covering certain flat railcars, as described in Schedule I attached hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such rail cars in favor of the Lessor and the leasehold/use interest in such railcars of the Lessee and, accordingly, have caused this Memorandum to be duly executed by their respective duly authorized officers, on the 1 of ~~October~~ November, 2000.

KASGRO LEASING, LLC.

By: *[Signature]*

Title: PRES. & C.E.O.

GENERAL ELECTRIC GREENVILLE

By: *[Signature]* 11/1/00
Frank M. Fewers

Title: Adv. Logistics/Fac Maint/Training

STATE OF S.C.)
COUNTY OF GREENVILLE) SS:

On this 1st day of NOV, 2000, before me personally appeared Frank Ferrara to me personally known, who, being duly sworn, did say that he is Manager of GE, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

Colin D. Heaton
Notary Public COLIN D. HEATON
NOTARY PUBLIC FOR SOUTH CAROLINA 11/1/00

My Commission Expires:
My Commission Expires
November 1, 2003

STATE OF S.C.)
COUNTY OF GREENVILLE) SS:

On this 1st day of NOV, 2000, before me personally appeared Frank Ferrara to me personally known, who, being duly sworn, did say that he is Manager of GE, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.

Colin D. Heaton
Notary Public COLIN D. HEATON
NOTARY PUBLIC FOR SOUTH CAROLINA 11/1/00

My Commission Expires:
My Commission Expires
November 1, 2003

SCHEDULE I

GENERAL ELECTRIC - Greenville, SC.

LNAL 70926
LNAL 70925
KRL 70924
KRL 70923
KRL 70922
KRL 70921

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, John K. Maser III, a member of the Bar of the District of Columbia, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this
29th day of November, 2000.

John K. Maser III

Subscribed and sworn to before me
this 29th day of November, 2000.

Patricia Schlanet
Notary Public, D.C.

My Commission Expires:

My Commission Expires May 31, 2002